

UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

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In re

THE PROGRESS GROUP LLC,

Case No. 09-24403

Debtor.

-----x

STATE OF NEW YORK )  
                      )  
                      )      ss.:  
COUNTY OF NEW YORK )

Mark A. Frankel, being duly sworn, deposes and says:

1. I am a member of the firm of Backenroth Frankel & Krinsky, LLP ("BFK"), which maintains an office for the practice of law at 489 Fifth Avenue, New York, New York 10017. I am fully familiar with the facts hereinafter stated, and make this affidavit in support of the application to retain BFK as counsel to the above-captioned debtor (the "Debtor"), herein.

2. I am duly admitted to practice before this Court, and will assume primary responsibility for this matter.

3. Insofar as I have been able to ascertain, the members and associates of BFK and are disinterested parties within the meaning of § 101(14) of the Bankruptcy Code and have no interest adverse to the Debtor's estate, its respective creditors, the Office of the United States Trustee, or any other party in interest herein, or their respective attorneys and accountants.

4. BFK's hourly rates are as follows: paralegal time: \$125, Scott A. Krinsky: \$395, Mark A. Frankel: \$435, Abraham J. Backenroth: \$495. If BFK determines to raise its hourly rates, then BFK will notify the Court and the United States Trustee of such raise in writing. BFK also demands reimbursement for out of pocket expenses such as travel in the amount incurred, filing fees in the amount incurred, Westlaw computerized legal research in the amount incurred, photocopies at \$.20 per page, and faxes at \$1.00 per page.

5. No agreement or understanding exists between BFK and any person for a division of compensation or reimbursement received or to be received herein or in connection with the within cases.

6. I have read and am fully familiar with the Bankruptcy Code, Bankruptcy Rules and Local Rules, and I am sufficiently competent to handle whatever might be reasonably expected of the Debtor's counsel in this matter.

s/Mark Frankel

Sworn to before me this  
30th day of December, 2009

s/Scott Krinsky  
Notary Public